

225231

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**MACKE SERVICES, INC.**  
(a Maryland corporation)

**INTO**

**THE MACKE COMPANY**  
(a Delaware corporation)

It is hereby certified that:

1. The Macke Company (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all the outstanding shares of common stock of Macke Services, Inc., which is a business corporation of the State of Maryland.
3. The laws of the jurisdiction of organization of Macke Services, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Macke Services, Inc. into<sup>6</sup> the Corporation.
5. The following is a copy of the resolutions adopted on January 6, 1997 by the Board of Directors of the Corporation to merge Macke Services, Inc. into the Corporation:

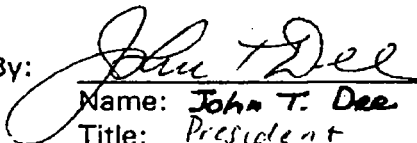
RESOLVED, that Macke Services, Inc. be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Macke Services, Inc. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Macke Services, Inc. in its name.

RESOLVED, that the Corporation assume all the obligations of Macke Services, Inc.

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of Maryland, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Macke Services, Inc. and the Corporation and in any other appropriate jurisdiction.

IN WITNESS WHEREOF, I have hereunto signed my name and affirm, under penalties of perjury, that this Certificate is the act and deed of the Corporation and that the facts stated herein are true this 6<sup>th</sup> day of January, 1997.

THE MACKE COMPANY

By:   
Name: John T. Dee  
Title: President